

EXHIBIT B



international long distance providers in Europe

Prior to founding FaciliCom, Mr. Burmeister founded TMG, a telecommunications consulting firm, and he has served as its Chairman from 1992 to the present. Mr. Burmeister formerly served as Vice President and Chief Financial Officer of Bell Atlantic International, where he was responsible for overseeing business development in Central and South America, the Middle East and Africa, as well as managing the company's financial affairs. He also played key roles in Bell Atlantic's domestic business, serving as Vice President of Bell of Pennsylvania's and Diamond State Telephone's sales organizations, Assistant Vice President in charge of Information Systems Operations, heading the C&P Telephone Operations Staff, and in charge of developing network planning software.

DENNIS E. BAY is the Chief Operating Officer of World Access, Inc., Telecommunications Group. In 1997, Mr. Bay joined Jack Phillips' team as Chief Operating Officer in the renovation of the carrier's carrier Cherry Communications (d/b/a Resurgens Communications Group). Mr. Bay is guiding World Access' strategy to establish footprints in markets that have the most intense international traffic growth.

Mr. Bay has been an active participant in the telecommunications industry for over 35 years. His resume includes AT&T United Telecom (Sprint) ATC (later merged with Microtel, a subsidiary of Alltel). In 1989, Mr. Bay worked for Central Corporation, a zero-plus operator/owner of pay phones in the states of Florida and Georgia, newly under Mr. Phillips' control. Mr. Phillips reorganized the company and renamed the entity Resurgens Communications Group, Inc. ("RCG"). In July 1989, the Company acquired Southern Cellular Telecom, Inc., a cellular franchisee of BellSouth and in February 1992, RCG acquired Com Systems, Inc., a diversified telecommunications company engaged in direct dial and operator assisted long distance telephone services. By 1992, the combined companies, primarily providing one plus and zero plus long distance telephone services, had revenues of approximately \$170 million. In 1993, RCG entered into a three-way merger with Metromedia Communications Corporation and LDDS, creating the fourth largest long-distance company in the country, WorldCom, Inc.



BILL GERETY, FCI's chief operating officer, has an extensive international telecommunications background covering all corporate disciplines, including business development, sales and marketing, finance, operations, engineering and network infrastructure and planning. He has held management positions at such companies as Global One, Sprint, GTE Corporation and E-Systems, among others. Most recently, Gerety provided consulting services to a number of international service providers and foreign PTTs (Post, Telephone & Telegraphy administrations) on a variety of subjects, including market positioning, technical planning, resource requirements, business planning and interconnect licensing.

At Sprint International/Global One, where he was Director of International Network Sales, Gerety was responsible for project development and implementation of both private and PTT-interconnected voice and data networks, as well as directing representatives and agents in the sale of those systems. With local partners, he established two new operating companies in the Middle East and Africa from initial market assessment through network launch.

Gerety also served as Senior Market Development Manager and business Acquisition Manager at GTE, identifying new satellite-based telecom opportunities in Eastern Europe, CIS, the Middle East and Africa while managing day-to-day acquisition team activities. Additionally, he directed pricing and pursuit strategies and prepared out-year business, capital investment and allocation and strategic plans. Mr. Gerety holds MS and MBA degrees from the Florida Institute of Technology and is a graduate of the United States Military Academy.

W. TOD CHMAR, Executive Vice President

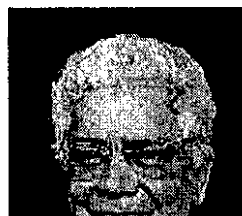
Tod Chmar has served as an Executive Vice President of World Access, Inc. since December 1998 following World Access's acquisition of Cherry Communications Incorporated. Prior to that, Mr. Chmar became an Executive Vice President of Cherry Communications Incorporated d/b/a Resurgens Communications Group and of Cherry Communications U.K. Limited in October of 1997 when Jack Phillips became CEO. He also became a director of both corporations at that time.

Mr. Chmar served as Senior Vice President of Metromedia International Group, Inc. from November 1995 through December 1996. Prior to that he was Senior Vice President of The Actava Group Inc. from 1994 through November 1995, when it merged with Orion Pictures Corporation and Metromedia International Telecommunications, Inc. to form Metromedia International Group. In these roles, he has acted as John D. Phillips' right hand man.

From January 1985 until September 1993, Mr. Chmar was a partner in the law firm of Long, Aldridge & Norman, specializing in mergers and acquisitions and corporate finance. He began representing Mr. Phillips at Resurgens Communications Group, Inc. in 1990 and upon consummation of the merger of Resurgens, Metromedia Communications Corporation and LDDS Communications, Inc., in September 1993, he joined Mr. Phillips as a business partner to pursue business deals.

MARK A. GERGEL, Chief Financial Officer

Mark Gergel joined the Company in April 1992 as Vice President and Chief Financial Officer. In December 1996, he was named an Executive Vice President of the Company and in December 1998, he was elected a director of the Company. From 1983 until March 1992, Mr. Gergel held five positions of increasing responsibility with Federal-Mogul Corporation, a publicly-held manufacturer and distributor of vehicle parts, including International Accounting Manager, Assistant Corporate Controller, Manager of Corporate Development and Director of Internal Audit. Prior to joining Federal-Mogul, Mr. Gergel spent four years with the international accounting firm of Ernst & Young. Mr. Gergel is a Certified Public Accountant.



ROBERT TREHIN, Managing Director of FCI Europe, has over twenty years of telecommunications experience. His background includes extensive experience in international sales, marketing, operations and business development management as well as an engineering degree. As the Managing Director of Cable & Wireless in France, he was responsible for the development of the entire sales,



marketing and operations organization as well as the long-term positioning of C&W in the French market. He worked with BT and AT&T to create the Telecom Services Operations (AOST) Association that has been a major force in the implementation of more favorable telecom laws and interconnection conditions.

While at QST, a Paris-based company, Mr. Trehin was the Vice President, International and Strategy, where he was responsible for developing the European network of business partners and managing the company's worldwide subsidiaries. He led a team of high technology and market experts that launched a program for a new generation of high-speed multimedia advanced products.

DIRECTORS

John D. Phillips, Chairman and CEO

Lawrence C. Tucker, General Partner of Brown Brothers Harriman

Kirby J. Campbell, CEO of AHI, served as Treasurer, V.P. and as a director of Facilicom

Dru A. Sedwick, served as Secretary, V.P. and as a director of Facilicom

Bryan Cipoletti, has served as a director of Facilicom and V.P. of Finance at AHI

John P. Imlay, Chairman, Imlay Investments

Carl E. Sanders, Chairman of Troutman Sanders, LLP and Governor of the state of Georgia (1963-1967)

Stephen J. Clearman, Co-Founder of Geocapital Partners

Massimo Prelz Oltramonti, Managing Director of Gilbert Global Equity Partners, L.L.C

John P. Rigas, Managing Partner of Zilkha Capital Partners L.P

EXHIBIT C

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PART I

FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

WORLD ACCESS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)

<TABLE>

<CAPTION>

				JUNE 30, 1999	DECEMBER 31, 1998
				(UNAUDITED)	
				<C>	
ASSETS					
Current Assets					
Cash and equivalents .....	.....	.....		\$ 98,996	\$ 55,176
Accounts receivable .....	.....	.....	..	97,342	70,485
Inventories .....	.....	.....	..	45,216	48,591
Deferred income taxes .....	.....	.....	.	33,022	37,185
Other current assets .....	.....	.....	..	21,907	21,381
Total Current Assets				296,483	232,818
Property and equipment .....	.....	.....	..	62,325	63,602
Goodwill and other intangibles .....	.....	.....	..	309,540	298,780
Other assets .....	.....	.....	..	24,798	18,612
Total Assets				\$ 693,146	\$ 613,812
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current Liabilities					
Short-term debt .....	.....	.....	. .	\$ 12,285	\$ 17,989
Accounts payable .....	.....	.....	.	58,393	36,418
Other accrued liabilities .....	.....	.....	. .	45,744	52,825
Total Current Liabilities				116,422	107,232
Long-term debt .....	.....	.....	...	140,728	131,864
Noncurrent liabilities .....	.....	.....	...	10,204	8,133
Total Liabilities				267,354	253,229
Stockholders' Equity					
Preferred stock .....	.....	.....	.	1	
Common stock .....	.....	.....	...	448	441
Capital in excess of par value .....	.....	.....		544,481	472,945
Accumulated deficit .....	.....	.....		(119,138)	(112,803)

Total Stockholders' Equity

425,792

\$ 693,146
=====

360,583

\$ 613,812
=====

Total Liabilities and Stockholders' Equity.

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See notes to consolidated financial statements

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<!--StartFragment-->WORLD ACCESS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)

<TABLE>
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	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1999	1998	1999	1998
	(UNAUDITED)			
<S>	<C>	<C>	<C>	<C>
Carrier service revenues	\$113,279	\$ 718	\$198,891	\$ 1,263
Equipment sales	64,493	33,824	122,360	56,684
Total Sales	177,772	34,542	321,251	57,947
Cost of carrier services	99,611	587	175,269	1,041
Cost of services network	4,394	38	9,963	76
Cost of equipment sold	36,748	17,171	68,690	29,353
Amortization of acquired technology	1,200	--	2,400	--
Total Cost of Sales	141,953	17,796	256,322	30,470
Gross Profit	35,819	16,746	64,929	27,477
Research and development	4,419	1,746	8,773	2,478
Selling, general and administrative	15,032	4,013	28,939	6,798
Amortization of goodwill	3,251	833	6,369	1,475
In-process research and development	--	--	--	35,400
Restructuring and other charges	--	--	--	590
Operating Income (Loss)	13,117	10,154	20,848	(19,264)
Interest and other income	1,083	699	1,506	1,970
Interest expense	(1,976)	(1,515)	(4,604)	(2,958)
Income (Loss) From Continuing Operations Before Income Taxes and Minority Interests	12,224	9,338	17,750	(20,252)
Income taxes	5,952	3,721	9,357	5,906
Income (Loss) From Continuing Operations Before Minority Interests	6,272	5,617	8,393	(26,158)
Minority interests in earnings of subsidiary	--	848	--	1,532
Income (Loss) From Continuing Operations	6,272	4,769	8,393	(27,690)
Net income (loss) from discontinued operations	(685)	1,702	(653)	(40)
Write-down of discontinued operations to net realizable value	(13,662)	--	(13,662)	--
Net Income (Loss)	(8,075)	6,471	(5,922)	(27,730)
Preferred stock dividends	413	--	413	--

Net Income (Loss) Available to Common					
Stockholders.....	.	\$ (8,488)	\$ 6,471	\$ (6,335)	\$127,730)
Income (Loss) Per Common Share:					
Basic:					
Continuing Operations.....	.....	\$ 0.16	\$ 0.23	\$ 0.22	\$ (1.39)
Discontinued Operations.....	.....	(0.39)	0.08	(0.40)	
Net Income (Loss).....	.....	\$ (0.23)	\$ 0.31	\$ (0.18)	\$ (1.39)
Diluted:					
Continuing Operations.....	.....	\$ 0.16	\$ 0.22	\$ 0.22	\$ (1.39)
Discontinued Operations.....	.....	(0.36)	0.08	(0.37)	
Net Income (Loss).....	.....	\$ (0.20)	\$ 0.30	\$ (0.15)	\$ (1.39)
Weighted Average Shares Outstanding:					
Basic.....	.....	36,375	20,576	36,232	19,960
Diluted.....		40,296	21,822	38,446	19,960

</TABLE>

See notes to consolidated financial statements

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WORLD ACCESS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(IN THOUSANDS)

<TABLE>

<CAPTION>

	PREFERRED STOCK	COMMON STOCK	CAPITAL IN EXCESS OF PAR VALUE	ACCUMULATED DEFICIT	TOTAL
			(UNAUDITED)		
<S>	<C>	<C>	<C>	<C>	<C>
Balance at January 1, 1999.....	\$	\$ 441	\$472,945	\$ (112,803)	\$360,583
Net and comprehensive net loss.....				(5,922)	(5,922)
Issuance of preferred shares in private offering.....	1		47,750		47,751
Issuance of preferred shares for acquisition of business.....			18,539		18,539
Dividends on preferred stock.....				(413)	(413)
Release of escrowed shares for acquisition.....		1	2,824		2,825
Issuance of shares for technology license.....		5	1,705		1,710
Issuance of shares for options and warrants.....		1	479		480
Tax benefit from option and warrant exercises.....			54		54
Issuance of shares to 401K plan.....			185		185
Balance at June 30, 1999.....	<u>\$ 1</u>	<u>\$ 448</u>	<u>\$544,481</u>	<u>\$ (119,138)</u>	<u>\$425,792</u>

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See notes to consolidated financial statements.

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<!--StartFragment-->WORLD ACCESS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

<TABLE>
<CAPTION>

	SIX MONTHS ENDED JUNE 30,	
	1999	1998
	(UNAUDITED)	
<S>	<C>	<C>
Cash Flows From Operating Activities:		
Net loss	\$ (5,922)	\$ (27,731)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation and amortization	15,123	3,194
Write-down of discontinued operations to net realizable value	13,662	--
Income tax benefit from stock warrants and options	54	4,222
Special charges	--	40,434
Minority interests in earnings of subsidiary	--	1,532
Provision for inventory reserves	680	144
Provision for bad debts	1,453	316
Stock contributed to employee benefit plan	185	92
Changes in operating assets and liabilities, net of effects from businesses acquired:		
Accounts receivable	(23,121)	(13,088)
Inventories	(10,236)	(9,294)
Accounts payable	13,909	9,101
Other assets and liabilities	(1,499)	(5,970)
Net Cash From Operating Activities	4,288	2,952
Cash Flows From Investing Activities:		
Acquisitions of businesses, net of cash acquired	(2,241)	(62,084)
Proceeds from sales of assets	4,754	--
Capitalization of software development costs	(2,452)	(1,831)
Expenditures for property and equipment	(4,163)	(5,859)
Net Cash Used By Investing Activities	(4,102)	(69,774)
Cash Flows From Financing Activities:		
Net proceeds from sale of preferred stock	47,788	--
Short-term borrowings	1,200	4,297
Principal payments under capital lease obligations	(1,626)	--
Repayment of industrial revenue bond	(4,072)	--
Proceeds from exercise of stock warrants and options	480	3,080
Long-term debt repayments	--	19,671
Debt issuance costs	(136)	--

Net Cash From Financing Activities.....	43,634	6,410
Decrease in Cash and Equivalents.....	43,820	(60,412)
Cash and Equivalents at Beginning of Period.....	55,176	118,065
Cash and Equivalents at End of Period.....	<u>\$ 98,996</u>	<u>\$ 57,653</u>
Supplemental Schedule of Noncash Financing and Investing Activities:		
Issuance of common stock for businesses acquired.....	\$ 2,825	\$ 33,397
Issuance of preferred stock for business acquired.....	18,539	--
Issuance of common stock for technology license agreements.....	1,710	
Issuance of stock options for businesses acquired.....		8,360
Conversion of note receivable to investment in ATI.....	--	4,485

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See notes to consolidated financial statements.

Draft

WORLDxCHANGE Communications

Consolidated Balance Sheets

(dollars in thousands)

	September 30,	
	1999	1998
Assets		
Current assets:		
Cash and cash equivalents	\$ 38,030	\$ 20,917
Accounts receivable, net of allowance of \$9,590 and \$10,690 at September 30, 1999 and 1998, respectively	54,991	38,966
Prepaid expenses and other current assets	8,224	3,825
Total current assets	101,245	63,708
Equipment and leasehold improvements, net	114,765	49,697
Goodwill	12,194	—
Other assets	6,798	6,724
Total assets	\$235,002	\$120,129
Liabilities and Shareholders' Deficit		
Current liabilities:		
Accrued network costs	\$ 83,993	\$ 49,796
Accounts payable	13,770	14,144
Other accrued liabilities	16,333	15,371
Payable to related parties	—	468
Deferred revenue	3,941	686
Current portion of long-term debt and subordinated debentures	9,799	13,421
Current portion of capital lease obligations	10,582	6,851
Total current liabilities	138,418	100,743
Long-term debt	100,324	75,287
Subordinated debentures	—	1,182
Capital lease obligations	29,395	32,844
Other long-term liabilities	1,918	2,397
Total liabilities	270,855	202,453
Minority interest	—	7,269
Shareholders' deficit:		
Preferred Stock, no par value; Authorized shares—10,000,000; Series A Cumulative Preferred Stock; Issued and outstanding—30,000 at September 30, 1999 and 23 at September 30, 1998; liquidation preference of \$1,000 per share	30,000	7
Common Stock, no par value; Authorized shares—100,000,000; Issued and outstanding—36,965,911 at September 30, 1999 and 28,576,552 at September 30, 1998	99,047	10,297
Notes receivable from shareholders	(1,474)	—
Accumulated other comprehensive loss	(2,405)	(3,529)
Accumulated deficit	(160,221)	(96,368)
Total shareholders' deficit	(35,053)	(89,593)
Total liabilities and shareholders' deficit	\$235,002	\$120,129

See accompanying notes

Draft

WORLDxCHANGE Communications

Consolidated Statements of Operations

(dollars in thousands)

	Years ended September 30,		
	1999	1998	1997
Revenues	\$421,580	\$398,867	\$331,660
Operating expenses:			
Cost of services	328,334	287,312	235,027
Selling, general and administrative	124,112	114,897	113,459
Depreciation and amortization	17,705	12,332	8,677
Total operating expenses	470,151	414,541	357,163
Operating loss	(48,571)	(15,674)	(25,503)
Interest expense	16,883	11,947	8,683
Other expense, net	648	1,378	3,366
Loss before minority interest	(66,102)	(28,999)	(37,551)
Minority interest	2,251	1,546	473
Net loss	\$(63,851)	\$(27,453)	\$(37,078)

See accompanying notes.

WORLDxCHANGE Communications

Draft

**Consolidated Statements of Shareholders' Deficit and
Comprehensive Income/Loss**

(dollars in thousands)

	Series A Cumulative Preferred Stock		Common Stock		Notes Receivable from Shareholders	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Deficit
	Shares	Amount	Shares	Amount				
Balance at September 30, 1996	82	\$ 36	27,572,000	\$ 1%	\$ -	\$ (31,817)	\$ (434)	\$132,014
Repurchase of Series A Cumulative Preferred Stock	(59)	(29)	-	-	-	-	-	(29)
Dividends on Series A Cumulative Preferred Stock	-	-	-	-	-	(13)	-	(13)
Exercise of options/warrants	-	-	162,000	62	-	-	-	62
Comprehensive loss:	-	-	-	-	-	(37,078)	-	(37,078)
Net loss	-	-	-	-	-	-	-	-
Foreign currency translation adjustment	-	-	-	-	-	-	197	197
Total comprehensive loss	-	-	-	-	-	-	-	(36,881)
Balance at September 30, 1997	23	7	27,734,000	258	-	(68,908)	(237)	(68,880)
Dividends on Series A Preferred Stock	-	-	-	-	-	(7)	-	(7)
Issuance of Common Stock	-	-	788,827	10,000	-	-	-	10,000
Exercise of options/warrants	-	-	54,425	39	-	-	-	39
Comprehensive loss	-	-	-	-	-	(27,453)	-	(27,453)
Net loss	-	-	-	-	-	-	(3,292)	(3,292)
Foreign currency translation adjustment	-	-	-	-	-	-	-	(30,745)
Total comprehensive loss	-	-	-	-	-	(96,368)	(2,520)	(100,503)
Balance at September 30, 1998	23	7	28,576,552	10,297	-	(96,368)	(2,520)	(100,503)
Repurchase of Series A Cumulative Preferred Stock	(23)	(7)	-	-	-	-	-	(7)
Dividends on Series A Preferred Stock	-	-	-	-	-	(2)	-	(2)
Issuance of Series A Cumulative Preferred Stock	30,000	30,000	-	-	-	-	-	30,000
Issuance of Common Stock	-	-	8,153,126	87,102	-	-	-	87,102
Exercise of options/warrants	-	-	236,239	1,648	-	-	-	1,648
Notes receivable for sales of common stock	-	-	-	-	(1,474)	-	-	(1,474)
Comprehensive loss:	-	-	-	-	-	(63,851)	-	(63,851)
Net loss	-	-	-	-	-	-	1,124	1,124
Foreign currency translation adjustment	-	-	-	-	-	-	-	(62,727)
Total comprehensive loss	-	-	-	-	-	-	-	(62,727)
Balance at September 30, 1999	30,000	\$30,000	36,765,911	\$99,047	\$ (1,474)	\$ (160,221)	\$ (2,405)	\$ (35,053)

See accompanying notes

WORLDxCHANGE Communications
Consolidated Statements of Cash Flows
(dollars in thousands)

Draft

	Years ended September 30,		
	1999	1998	1997
Operating activities			
Net loss	\$ (63,851)	\$ (27,453)	\$ (37,078)
Adjustments to reconcile net loss to net cash used in operating activities			
Provision for bad debt	15,202	15,170	22,348
Depreciation and amortization	17,705	12,332	8,677
Deferred revenue	3,255	(2,275)	2,714
Impairment of long-lived assets	-	-	659
Minority interest	(2,251)	(1,546)	(473)
Changes in operating assets and liabilities			
Accounts receivable	(31,227)	(391)	(48,411)
Receivables from related parties	(1,418)	(1,864)	1,517
Prepaid expenses and other assets	(4,740)	(5,551)	(3,478)
Actual network costs	34,629	(12,255)	21,200
Accounts payable	(1,031)	(1,584)	12,136
Other accrued liabilities	2,208	(6,318)	13,183
Net cash used in operating activities	<u>(51,549)</u>	<u>(31,735)</u>	<u>(7,206)</u>
Investing activities			
Acquisition of equipment and leasehold improvements	(27,633)	(11,990)	(10,871)
Net cash used in investing activities	<u>(27,633)</u>	<u>(11,990)</u>	<u>(10,871)</u>
Financing activities			
Proceeds from revolving credit agreement	283,485	256,535	154,961
Repayments on revolving credit agreement	(278,407)	(255,885)	(128,598)
Proceeds from issuance of long-term debt and subordinated debentures	-	55,152	-
Repayment of long-term debt, subordinated debentures, loans payable and capital leases	(30,433)	(5,299)	(16,602)
Payment of dividends on Preferred Stock	(2)	(7)	(11)
Proceeds from the issuance of Preferred Stock	30,000	-	-
Proceeds from issuance of Common Stock	71,648	10,039	62
Repurchase of Preferred Stock	(7)	-	(30)
Proceeds from issuance of subsidiary common stock to minority holders	-	-	9,001
Net cash provided by financing activities	<u>76,284</u>	<u>60,535</u>	<u>18,783</u>
Effect of exchange rate changes on cash	11	(219)	197
Net increase in cash	<u>17,113</u>	<u>16,591</u>	<u>903</u>
Cash and cash equivalents at beginning of year	29,917	4,326	3,423
Cash and cash equivalents at end of year	<u>\$ 47,030</u>	<u>\$ 20,917</u>	<u>\$ 4,326</u>
Supplemental disclosure of cash flow information			
Cash paid during the year for:			
Interest	\$ 9,249	\$ 6,686	\$ 7,176
Income taxes	2	8	102
Non-cash investing and financing activities			
Assets acquired by incurring capital lease obligations or long-term debt	\$ 53,391	\$ 10,421	\$ 8,533
Common stock issued in exchange for the acquisition of certain minority interest	17,102	-	-

See accompanying notes.



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Communications Telesystems International
d.b.a.
WORLDxCHANGE Communications

Report of Independent Auditors

The Board of Directors and Shareholders
Communications Telesystems International d.b.a.
WORLDxCHANGE Communications

We have audited the consolidated balance sheets of Communications Telesystems International d.b.a. WORLDxCHANGE Communications as of September 30, 1999 and 1998, and the related consolidated statements of operations, shareholders' deficit, and cash flows for each of the three years in the period ended September 30, 1999. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

DRAFT
We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Communications Telesystems International d.b.a. WORLDxCHANGE Communications at September 30, 1999 and 1998, and the consolidated results of its operations and its cash flow for each of the three years in the period ended September 30, 1999, in conformity with accounting principles generally accepted in the United States.

Ernst & Young LLP

December 10, 1999.
except for Note 13 as to which the date is
February 11, 2000